

# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

### AMENDMENT 09/04/4964

consisting of 4 pages, is a true and complete copy of the original of said document on file with his office for:

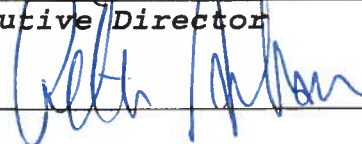
**COLT INDUSTRIES OPERATING CORP.**  
**ACC file number: F00101267**



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: October 31, 2012.

  
\_\_\_\_\_  
Executive Director

By: \_\_\_\_\_



A M E N D M E N T  
TO  
ARTICLES OF INCORPORATION  
OF

COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC.

THIS IS TO CERTIFY that at a Special Meeting of the stockholders of COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., a corporation organized and existing under and by virtue of the laws of the State of Arizona, held at the office of COLT INDUSTRIES INC, 1290 Avenue of the Americas, New York, New York, on the 27th day of August, 1964, legal notice of the time, place and purpose of such meeting having been waived by all stockholders, by a vote of all issued and outstanding stock, represented in person or by proxy, a resolution was passed authorizing the amendment of subparagraph 1. of paragraph SECOND of the Agreement of Merger of COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., into A AND B MINING CORPORATION amending the Articles of Incorporation of A AND B MINING CORPORATION and changing its name to COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., to read as follows:

"1. The name of the surviving corporation shall be COLT'S INC".

The Articles of Incorporation of said COLT'S PATENT

FIRE ARMS MANUFACTURING COMPANY, INC., are amended so as to be as above set forth, and the said Articles shall be deemed to be amended accordingly on the filing of this amendment with the Corporation Commission of Arizona.

IN WITNESS WHEREOF, the said COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., has caused this certificate to be executed by its President, and its corporate seal to be affixed and attested by its Assistant Secretary this 27<sup>th</sup> day of August, A.D., 1964.

Paul A. Bender  
President

(Corporate Seal)

ATTEST:

Paul H. Hubbins  
Assistant Secretary

STATE OF CONNECTICUT, )  
                                  ) ss.:  
COUNTY OF HARTFORD, )

On the ~~27~~<sup>28</sup> day of August, 1964, before me the undersigned officer, personally appeared Paul A. Benke and Paul G. Gubbins, who acknowledged themselves to be President and Assistant Secretary, respectively, of COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., a corporation, and that they, as such officers, being authorized to do so, executed the foregoing instrument on behalf of said corporation for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Glady's R. Klambe  
Notary Public

My commission expires

(Notarial Seal)

My Commission Expires 5-1-6Z

44947

RECEIVED

FILED

Name (i have)

SEP 4 1964

At 4:15 P.M. request of

Brown & Lasser & Bass

223 N. Central

P.O. Box

613

SECRETARY

A.C. Corbett

PH 50883

# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

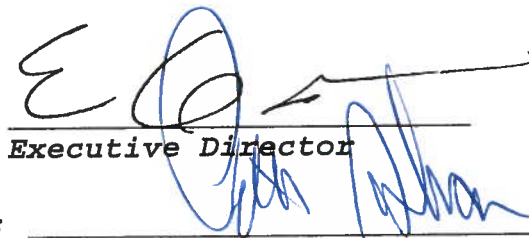
**AMENDMENT 05/28/1964**

consisting of 3 pages, is a true and complete copy of the original of said document on file with this office for:

**COLT INDUSTRIES OPERATING CORP.  
ACC file number: F00101267**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:  
October 31, 2012.



  
Executive Director

By: \_\_\_\_\_

[Conformed Copy]

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
FAIRMORCO CORPORATION

---

Pursuant to Sections 242 and 228 of the  
General Corporation Law of the State of Delaware

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We, the undersigned, WILLIAM D. FORD, Vice-President and DONALD E. O'KEEFE, Assistant Secretary of FAIRMORCO CORPORATION, a Delaware corporation (hereinafter called the Corporation), hereby certify as follows:

1. The Certificate of Incorporation of the Corporation shall be amended by deleting Article FIRST therefrom and by inserting in lieu thereof the following:

"FIRST: The name of the corporation (hereinafter called the Corporation) is FAIRBANKS MORSE INC"

2. Said amendment has been consented to, and authorized by, the sole stockholder of all the issued and outstanding shares of stock of the Corporation by a written consent given in accordance with the provisions of Section

228 of the General Corporation Law of the State of Delaware.

3. The capital of the Corporation will not be reduced under or by reason of said amendment.

4. The foregoing amendment has been duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this certificate has been made under the seal of the Corporation and has been signed by the undersigned, WILLIAM D. FORD and DONALD E. O'KEEFE, the Vice-President and Assistant Secretary, respectively, of the Corporation, this 8th day of May, 1964.

[Fairmorco Corporation  
Corporate Seal  
1964  
Delaware]

William D. Ford

---

Vice-President

Donald E. O'Keefe

---

Assistant Secretary



STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.:

Be it remembered that on this 8th day of May, 1964, personally came before the undersigned, a Notary Public in and for the County and State aforesaid, WILLIAM D. FORD, the Vice-President of Fairmorco Corporation, a Delaware corporation, the corporation described in and on behalf of which was made the foregoing Certificate, to me known and known to me to be such Vice-President and that said WILLIAM D. FORD, as such Vice-President, duly signed said Certificate before me and acknowledged said Certificate to be his act and deed and the act and deed of said corporation, and he further acknowledged to me that the signatures affixed to said Certificate are the genuine signatures of WILLIAM D. FORD, as Vice-President, and DONALD E. O'KEEFE, as Assistant Secretary of said corporation, respectively; that the seal affixed to said Certificate is the corporate seal of said corporation and that said Certificate was sealed, executed, acknowledged and delivered pursuant to due authority from the Board of Directors and from the stockholders of said corporation.

Given under my hand and seal of office the day and year above mentioned.

[Patricia P. Mene  
Notary Public  
State of New York]

Patricia P. Mene

Notary Public

PATRICIA P. MENE  
Notary Public, State of New York  
No. 41-2659760  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires March 30, 1966

State of Delaware



Office of Secretary of State

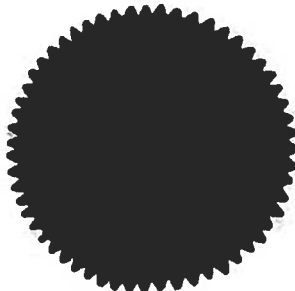
*J. Eugene Bunting, Secretary of State of the State of Delaware,*

*do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Agreement of Merger of the "COLT'S INC.", a corporation organized and existing under the laws of the State of Arizona, "ELOX INC ", "GEORGE L. DETTERBECK COMPANY", "LIBERTY INDUSTRIAL PARK CORPORATION", "MICKEY THOMPSON ENTERPRISES, INC.", "QUINCY INC", "PRATT & WHITNEY INC ", "MACHINERY TRADING INC " and "POTTER & JOHNSTON COMPANY", corporations organized and existing under the laws of the State of Delaware, merging with and into the "FAIRBANKS MORSE INC", a corporation organized and existing under the laws of the State of Delaware, under the name of "COLT INDUSTRIES OPERATING CORP.", as received and filed in this office the twenty-ninth day of September, A.D. 1971, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

*In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-ninth day  
of September in the year of our Lord  
one thousand nine hundred and seventy-one.*



*Eugene Bunting*

Secretary of State

*R. H. Caldwell*

Asst Secretary of State

CONSENT TO USE OF NAME

\* \* \* \* \*

F 10126

To the Arizona Corporation Commission  
Phoenix, Arizona

JOSEPH A. BARBERA and E. A. MOLL hereby certify that we are respectively the Vice President and Secretary of COLT INDUSTRIES INC., a corporation organized and existing under and by virtue of the laws of the State of Nevada and duly licensed to do business in the State of Arizona that at a meeting of the board of directors held on the 4th day of October, 1971, the following resolutions were adopted.

RESOLVED, that COLT INDUSTRIES INC. hereby consents to the change of name of FAIRBANKS MORSE INC. to COLT INDUSTRIES OPERATING CORP. in the State of Arizona.

FURTHER RESOLVED that the Vice President and the Secretary be and are hereby directed to execute a certificate under the corporate seal of this corporation setting forth the consent of this corporation as given in the foregoing resolution and file the same with the Arizona Corporation Commission.

IN WITNESS WHEREOF, we have set our hands and affixed the seal of the corporation as authorized in said resolution this 4th day of October, 1971.

COLT INDUSTRIES INC.

By

*Joseph A. Barbera*  
Vice President

By

*E. A. Moll*  
Secretary

(CORPORATE SEAL)

STATE OF NEW YORK        }  
COUNTY OF NEW YORK      } SS:

Before me, Jane Sheridan, a Notary Public  
in and for said County and State on this day personally  
appeared JOSEPH A. BARBERA, and E. A. MOLL known to  
me to be the persons whose names are subscribed to the  
foregoing instrument, and acknowledged to me that they  
executed the same for the purposes therein expressed.

GIVEN under my hand and seal of office this  
4th day of October, A.D. 1971.

Jane Sheridan  
Notary Public

( S E A L ,

My commission expires: March 30, 1972

JANE SHERIDAN  
NOTARY PUBLIC, State of New York  
No. 30-6004576  
Qualified in Nassau County  
Certificate filed in New York County  
Term Expires March 30, 1972

Colt Industries



Colt Industries Inc  
430 Park Avenue  
New York, New York 10022  
212/980-3500

October 19, 1971


Arizona Corporation Commission  
Phoenix, Arizona 85007

In re: Colt Industries Operating Corp Merger

Gentlemen:

Please be advised that the Articles of Merger between Colt Industries Operating Corp and Bayway Terminal Corporation, Holley Inc. Carburetor, Carolox Company, Technik Incorporated, Mickey Thompson Speed & Custom, Inc., Fastcut Tool Company, H. & H. Wilson, Inc., Machinery Trading Corporation of California, Haber Industries, Inc., Bowling Green Manufacturing Company, Paris Manufacturing Company and Holcarb Publications, Inc. make no change whatsoever in the Articles of Incorporation of Colt Industries Operating Corp and therefore do not in any way amend said articles of incorporation.

Very truly yours,

  
Assistant Secretary

*Letter re publication of merger*

PLAN AND AGREEMENT OF MERGER dated as of October 20, 1971, by and among COLT INDUSTRIES OPERATING CORP, a Delaware corporation ("CIOC"), BAYWAY TERMINAL CORPORATION, a New Jersey corporation ("Bayway"), HOLLEY INC. CARBURETOR, a Michigan corporation ("Holley"), CAROLOX COMPANY, a North Carolina corporation ("Carolox"), TECHNIK INCORPORATED, a New York corporation ("Technik"), MICKEY THOMPSON SPEED & CUSTOM, INC., a California corporation ("Thompson"), F. TCUT TOOL COMPANY, a Michigan corporation ("Fastcut"), H. & H. WILSON, INC., a California corporation ("Wilson"), MACHINERY TRADING CORPORATION OF CALIFORNIA, a California corporation ("MTC"), HABER INDUSTRIES, INC., a Michigan corporation ("Haber"), BOWLING GREEN MANUFACTURING COMPANY, a Kentucky corporation ("Bowling"), PARIS MANUFACTURING COMPANY, a Tennessee corporation ("Paris"), and HOLCARB PUBLICATIONS, INC., a Michigan corporation ("Holcarb").

The Board of Directors of each of CIOC, Bayway, Holley, Carolox, Technik, Thompson, Fastcut, Wilson, MTC,

Haber, Bowling, Paris and Holcarb (the "Constituent Corporations") has deemed it advisable for the benefit of that corporation and for the benefit of its stockholder that Bayway, Holley, Carolox, Technik, Thompson, Fastcut, Wilson, MTC, Haber, Bowling, Paris and Holcarb (the "Merging Corporations") be merged into CIOC (the "Surviving Corporation") on the terms and conditions herein set forth and has approved this Plan and Agreement of Merger (the "Agreement").

The Constituent Corporations are duly organized and validly existing as corporations under the laws of the states indicated below, having been incorporated on the dates and under the names indicated below, and having on the date hereof authorized capital stock consisting of the number of shares of Common Stock with the par values indicated below of which the number of shares indicated below are issued and outstanding and entitled to one vote per share:

<u>Corporation</u>	<u>State and Date of Incorporation</u>	<u>Name under which Incorporated</u>	<u>Authorized Capital Stock (Consisting of (Common Stock))</u>	<u>Par Value</u>	<u>Shares of Common Stock Issued and Outstanding</u>
CIOC	Delaware Apr. 28, 1964	Fairmorco Corporation	10,000	\$1	1,000
Bayway	New Jersey Dec. 17, 1954	Bayway Terminal Corporation	200	No Par	200
Holley	Michigan Dec. 11, 1917	Holley Kerosene Carburetor Company	250,000	\$4	218,215
Carolox	North Carolina May 9, 1961	Carolox Company	100,000	\$1	50,000
Technik	New York Jan. 7, 1959	Technik Incorporated	200	No Par	100
Thompson	California Apr. 30, 1968	Mickey Thompson Speed & Custom, Inc.	100,000	\$1	8,771
Fastcut	Michigan Aug. 8, 1955	Fastcut Tool Company	50,000	\$1	5,044
Wilson	California Jan. 2, 1961	Orientronics	25,000	\$1	12,750
MTC	California Jun. 26, 1961	Larkin Machinery Company	2,000	\$100	300
Haber	Michigan Oct. 28, 1964	Weber Precision, Inc.	15,000	\$10	5,486
Bowling	Kentucky Jan. 9, 1951	Bowling Green Manufacturing Company	3,000	\$100	1,000
Paris	Tennessee Dec. 20, 1948	Paris Manufacturing Company	2,000	\$100	1,000
Holcarb	Michigan Jan. 4, 1935	Chandler-Groves Company	100	\$10	100



CIOC was qualified to do business in the following jurisdictions on the dates indicated: Michigan--May 14, 1964, New York--May 8, 1964, California--May 8, 1964, Tennessee--May 11, 1964, Kentucky--May 11, 1964, North Carolina--May 12, 1964, New Jersey--May 8, 1964.

NOW, THEREFORE, in consideration of the premises and mutual covenants and agreements herein contained and for the purpose of describing the terms and conditions of the merger of the Merging Corporations into the Surviving Corporation (the "Merger"), the method or mode of carrying the same into effect, the manner and basis of causing the shares of the Merging Corporations to constitute shares of the Surviving Corporation or of converting or exchanging the shares of the Merging Corporations into or for shares, bonds, obligations or other securities of the Surviving Corporation and such other details and provisions as are deemed necessary and desirable, the parties hereto have agreed, and do hereby agree, subject to the terms and conditions herein set forth, as follows:

#### ARTICLE I

1.01. The Merger. The "Effective Date of the Merger" shall be the later of (i) 12:00 midnight on October 31, 1971, or (ii) the date on which (a) this Agreement

shall have been filed pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Section 450.52 of the General Corporation Act of the State of Michigan, Section 4119 of the General Corporation Law of the State of California, and Section 271.470 of the General Corporation Law of the Commonwealth of Kentucky, (b) certificates of merger shall have been filed pursuant to Section 14A:10-7 of the Business Corporation Act of the State of New Jersey and Section 907 of the Business Corporation Law of the State of New York, and (c) articles of merger shall have been filed pursuant to Section 48-10.03 of the General Corporation Law of the State of Tennessee and Section 55-109 of the Business Corporation Act of the State of North Carolina. At the Effective Time of the Merger, the Merging Corporations shall be merged into the Surviving Corporation; the separate existence of the Merging Corporations shall cease; and the Surviving Corporation shall continue to exist under the name "Colt Industries Operating Corp" by virtue of and shall be governed by the laws of the State of Delaware.

1.02. Stockholder Action. This Agreement shall be submitted to the sole stockholder of each of the Constituent Corporations for adoption or approval by it.

1.03. Effect of Merger. At the Effective Time

of the Merger:

(a) The Surviving Corporation shall possess all the rights, privileges, powers, immunities, purposes and franchises, as well of a public as of a private nature, and shall be subject to all the duties, liabilities, restrictions and disabilities of each of the Merging Corporations.

(b) All and singular, the rights, privileges, immunities, powers and franchises, as well of a public as of a private nature, of each of the Merging Corporations; all real, personal or mixed property, tangible or intangible, and all assets of each of the Merging Corporations; all debts due on whatever account to each of the Merging Corporations, including subscriptions for shares and all other choses in action; and all and every other interest, of or belonging to any of the Merging Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed.

(c) All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Merging Corporations, and the title to any real estate,

shareholder, director or officer thereof may be enforced, prosecuted, settled or compromised as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place and any judgment rendered against any of the Merging Corporations may be enforced against the Surviving Corporation.

(e) At any time or from time to time after the Effective Time of the Merger, as the Surviving Corporation shall deem necessary, the last acting officers or any of them of the respective Merging Corporations shall, in the name of the respective Merging Corporations, execute and deliver all such proper deeds, assignments, confirmations, assurances and other instruments and do all other things as the Surviving Corporation may deem necessary, proper or desirable in order to (i) vest, perfect, confirm or ratify the Surviving Corporation's title to and possession of all property, assets, rights, privileges, powers, franchises, and immunities, (ii) to evidence the fact that the separate existence of the respective Merging Corporations has ceased and (iii) to otherwise carry out the purposes of this Agreement.

(f) In furtherance of the foregoing, all corporate acts, plans, policies, approvals and authorizations of

the stockholder, Board of Directors, committees elected or appointed by the Board of Directors, officers or agents of the respective Merging Corporations which were valid and effective immediately prior to the Effective Time of the Merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as the same were with respect to the respective Merging Corporations. The employees and agents of the respective Merging Corporations shall become the employees and agents of the Surviving Corporation and shall continue to be entitled to the same rights and benefits, and subject to the same limitations, qualifications, rights of amendment, termination, reassignment or changes in assignment, reserved to the respective Merging Corporations, which they enjoyed and were subject to as employees and agents of the respective Merging Corporations.

All the above shall be effected as provided by the laws of Delaware, Michigan, New York, California, North Carolina, New Jersey, Tennessee, and Kentucky.

## ARTICLE II

2.01. The Capital Stock of the Constituent Corporations. At the Effective Time of the Merger, the issued and then outstanding shares of Common Stock of each of the Merging Corporations shall not be converted or exchanged but shall be surrendered and canceled, and shares of the Surviving Corporation shall not be issued in exchange therefor; and the shares of the Surviving Corporation shall not be changed.

## ARTICLE III

3.01. Certificate of Incorporation of Surviving Corporation. At the Effective Time of the Merger, the Certificate of Incorporation of CIOC in effect immediately prior to the Effective Time of the Merger shall become and continue to be the Certificate of Incorporation of the Surviving Corporation.

3.02. By-laws of Surviving Corporation. At the Effective Time of the Merger, the By-laws of CIOC as in effect immediately prior to the Effective Time of the Merger shall become and continue to be the By-laws of the Surviving Corporation.

3.03. Board of Directors of Surviving Corporation. At the Effective Time of the Merger, the persons constituting the Board of Directors of CIOC immediately prior to the

Effective Time of the Merger shall continue to be the directors of the Surviving Corporation and shall hold office until the annual meeting of stockholders of the Surviving Corporation next following the Effective Time of the Merger and until their successors shall have been elected and shall have qualified. If at the Effective Time of the Merger a vacancy shall exist on the Board of Directors, such vacancy may be filled in the manner provided by the By-laws of the Surviving Corporation as in effect at and after such time.

3.04. Officers of the Surviving Corporation. At the Effective Time of the Merger, the officers of CIOC in office immediately prior to the Effective Time of the Merger shall become and continue to be the officers of the Surviving Corporation, each to hold office in accordance with the By-laws of the Surviving Corporation as in effect at and after the Effective Time of the Merger.

#### ARTICLE IV

4.01. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement to produce or account for more than one such counterpart.

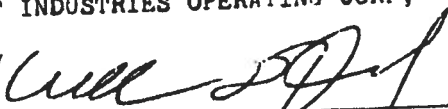
IN WITNESS WHEREOF, the President or Vice President and a majority of the Board of Directors of each of the

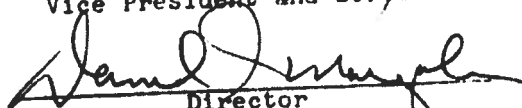
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Constituent Corporations have executed and entered into this Agreement pursuant to Section 251(b) of the General Corporation Law of the State of Delaware, Section 450.52 of the General Corporation Act of the State of Michigan, Section 271.470 of the General Corporation Law of the Commonwealth of Kentucky and Section 4118 of the General Corporation Law of the State of California and the Secretary or Assistant Secretary of each of the Constituent Corporations has attested the seal of each such Constituent Corporation impressed hereon.

COLT INDUSTRIES OPERATING CORP,

by

  
Vice President and Director


  
Director

  
Director

CORPORATE SEAL

[Seal]

Attest:

  
Assistant Secretary

A majority of the Board of Directors



## BAYWAY TERMINAL CORPORATION,

by

Frank P. Wangel  
President and DirectorWill [Signature]  
DirectorWill E. C. Keefe  
Director

CORPORATE SEAL

[Seal]

Attest:

Will E. C. Keefe  
SecretaryA majority of the Board of  
Directors

## HOLLEY INC. CARBURETOR,

by

Frank P. Wangel  
President and DirectorWill [Signature]  
DirectorWill E. C. Keefe  
Director

CORPORATE SEAL

[Seal]

Attest:

Will E. C. Keefe  
SecretaryA majority of the Board of  
Directors

E

14

CAROLOX COMPANY,

by

Frank Wangelach  
President and Director

Will E. Kiefer  
Director

Donald E. Kiefer  
Director

CORPORATE SEAL

[Seal]

Attest:

Donald E. Kiefer  
Secretary

A majority of the Board of  
Directors

TECHNIK INCORPORATED,

by

Frank Wangelach  
President and Director

Will E. Kiefer  
Director

Donald E. Kiefer  
Director

CORPORATE SEAL

[Seal]

Attest:

Donald E. Kiefer  
Secretary

A majority of the Board of  
Directors

E

15

MICKEY THOMPSON SPEED & CUSTOM, INC.,

by

Frank E. Wenzel  
President and Director

William J. [Signature]  
Director

Donald E. [Signature]  
Director

A majority of the Board of  
Directors

CORPORATE SEAL

[Seal]

Attest:

Donald E. [Signature]  
Secretary

FASTCUT TOOL COMPANY,

by

Frank E. Wenzel  
President and Director

William J. [Signature]  
Director

Donald E. [Signature]  
Director

A majority of the Board of  
Directors

CORPORATE SEAL

[Seal]

Attest:

Donald E. [Signature]  
Secretary

H. & H. WILSON, INC.,

by *James H. Wangel*  
President and Director  
*Carl S. O'Keefe*  
Director

*Carl S. O'Keefe*  
Director

A majority of the Board of  
Directors

CORPORATE SEAL

[Seal]

Attest:

*Carl S. O'Keefe*  
Secretary

MACHINERY TRADING CORPORATION  
OF CALIFORNIA,

by *James H. Wangel*  
President and Director  
*Carl S. O'Keefe*  
Director

*Carl S. O'Keefe*  
Director

A majority of the Board of  
Directors

CORPORATE SEAL

[Seal]

Attest:

*Carl S. O'Keefe*  
Secretary

HABER INDUSTRIES, INC.,

by *Donald E. Kufe*  
President and Director

*W. H. [Signature]*  
Director

*Donald E. Kufe*  
Director

CORPORATE SEAL

[Seal]

Attest:

*Donald E. Kufe*  
Secretary

A majority of the Board of  
Directors

BOWLING GREEN MANUFACTURING COMPANY,

by *Donald E. Kufe*  
President and Director

*W. H. [Signature]*  
Director

*Donald E. Kufe*  
Director

CORPORATE SEAL

[Seal]

Attest:

*Donald E. Kufe*  
Secretary

A majority of the Board of  
Directors

## PARIS MANUFACTURING COMPANY,

by

Donald E. Keefe  
President and DirectorWill [Signature]  
DirectorDonald E. Keefe  
Director

CORPORATE SEAL

[Seal]

Attest:

Donald E. Keefe  
SecretaryA majority of the Board of  
Directors

## HOLCARR PUBLICATIONS, INC.,

by

Donald E. Keefe  
President and DirectorWill [Signature]  
DirectorDonald E. Keefe  
Director

CORPORATE SEAL

[Seal]

Attest:

Donald E. Keefe  
SecretaryA majority of the Board of  
Directors

# STATE OF ARIZONA



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Office of the  
**CORPORATION COMMISSION**

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I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

**MERGER 09/29/1971**

consisting of 20 pages, is a true and complete copy of the original of said document on file with this office for:

**COLT INDUSTRIES OPERATING CORP.**  
**ACC file number: F00101267**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: October 31, 2012.



  
\_\_\_\_\_  
Executive Director

By:  \_\_\_\_\_

COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY,  
INC. ( no record) merged into A AND B MINING  
CORPORATION 44947 8-31-59

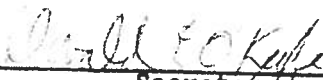


I HEREBY CERTIFY that I am the Secretary of QUINCY INC, a Delaware corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Agreement of Merger (herein called the "Agreement") between QUINCY INC and the other parties named therein was approved by resolution adopted by the Board of Directors of QUINCY INC and thereafter was executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of QUINCY INC pursuant to a Consent of Stockholder In Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I do sign my name as Secretary of QUINCY INC this 28th day of September 1971.

  
Secretary

[Seal]

I HEREBY CERTIFY that I am the Secretary of PRATT & WHITNEY INC, a Delaware corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Agreement of Merger (herein called the "Agreement") between PRATT & WHITNEY INC and the other parties named therein was approved by resolution adopted by the Board of Directors of PRATT & WHITNEY INC and thereafter was executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of PRATT & WHITNEY INC pursuant to a Consent of Stockholder in Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I do sign my name as Secretary of PRATT & WHITNEY INC this 28th day of September 1971.

  
Secretary

[Seal]

I HEREBY CERTIFY that I am the Secretary of MACHINERY TRADING INC, a Delaware corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Agreement of Merger (herein called the "Agreement") between MACHINERY TRADING INC and the other parties named therein was approved by resolution adopted by the Board of Directors of MACHINERY TRADING INC and thereafter was executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of MACHINERY TRADING INC pursuant to a Consent of Stockholder In Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I do sign my name as Secretary of MACHINERY TRADING INC this 28th day of September 1971.

David R. Kufe  
Secretary

[Seal]

I HEREBY CERTIFY that I am the Secretary of POTTER & JOHNSTON COMPANY, a Delaware corporation, and DO FURTHER CERTIFY as follows:

1. The foregoing Agreement of Merger (herein called the "Agreement") between POTTER & JOHNSTON COMPANY and the other parties named therein was approved by resolution adopted by the Board of Directors of POTTER & JOHNSTON COMPANY and thereafter was executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona.

2. The Agreement thereafter was adopted by the sole holder of all the capital stock of POTTER & JOHNSTON COMPANY pursuant to a Consent of Stockholder In Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I do sign my name as Secretary of POTTER & JOHNSTON COMPANY this 28th day of September 1971.

Donald S. Giff  
Secretary

[Seal]

The foregoing Agreement of Merger, having been approved by resolutions adopted by the respective Boards of Directors of the Constituent Corporations, having thereafter been executed by the respective Constituent Corporations in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona, having thereafter been adopted by the sole stockholder of each of the respective Constituent Corporations, and such facts having been certified thereon by the Secretary of each of the Constituent Corporations under the seal thereof, all in accordance with the laws of the State of Delaware and the State of Arizona, is hereby again executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-344 of the General Corporation Law of the State of Arizona this 28th day of September 1971.

[Seal]

Attest:

Carol S. Kip  
Secretary

FAIRBANKS MORSE INC,

by

Frank J. Evangelista  
President

David S. Kip  
Secretary

COLT'S INC,

[Seal]

by

Donald F. Engelhardt  
President

Attest:

Donald E. Kefe  
Secretary

Donald E. Kefe  
Secretary

ELOX INC,

[Seal]

by

Donald F. Engelhardt  
President

Attest:

Donald E. Kefe  
Secretary

Donald E. Kefe  
Secretary

GEORGE L. DETTERBECK COMPANY,

[Seal]

by

Will O. D. D.  
President

Attest:

Donald E. Kefe  
Secretary

Donald E. Kefe  
Secretary

LIBERTY INDUSTRIAL PARK CORPORATIC

[Seal]

by

Will O. D. D.  
President

Attest:

Donald E. Kefe  
Secretary

Donald E. Kefe  
Secretary

[Seal]

Attest:

Donald E O'Keefe  
Secretary

MICKEY THOMPSON ENTERPRISES, INC.,

by Will [Signature]  
President

Donald E O'Keefe  
Secretary

[Seal]

Attest:

Donald E O'Keefe  
Secretary

PRATT &amp; WHITNEY INC,

by Will [Signature]  
President

Donald E O'Keefe  
Secretary

[Seal]

Attest:

Donald E O'Keefe  
Secretary

QUINCY INC,

by Frank [Signature]  
President

Donald E O'Keefe  
Secretary

[Seal]

Attest:

Donald E. Kufe  
Secretary

MACHINERY TRADING INC.,

by

Frank Evangelist  
President

Donald E. Kufe  
Secretary

[Seal]

Attest:

Donald E. Kufe  
Secretary

POTTER &amp; JOHNSTON COMPANY,

by

W. H. Johnston  
President

Donald E. Kufe  
Secretary



STATE OF NEW YORK,     )  
                              ) ss.:  
COUNTY OF NEW YORK,    )

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR.,

and DONALD E. O'KEEFE, President and Secretary, respectively, of COLT'S INC, a corporation of the State of Arizona, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his proper handwriting; and that the signature of the Secretary is his proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
Notary Public


VERONICA MCCARTAN  
NOTARY PUBLIC, State of New York  
No. 31-7794225  
Qualified in New York County  
Commission Expires March 30, 1972

STATE OF NEW YORK,     )  
                               ) ss.:  
 COUNTY OF NEW YORK,    )

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, President and Secretary of ELOX INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
 Notary Public  
 VERONICA MCCARTAN  
 Notary Public, State of New York  
 No. 21276-205  
 Qualified in New York County  
 Commission Expires March 20, 1977

STATE OF NEW YORK,     )  
                              ) ss.:  
COUNTY OF NEW YORK,    )

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me           WILLIAM D. FORD, and DONALD E. O'KEEFE           , President and Secretary of GEORGE L. DETTERBECK COMPANY, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
\_\_\_\_\_  
Notary Public


VERONICA McCARTAN  
NOTARY PUBLIC, State of New York  
No. 31-7794225  
Qualified in New York County  
Commission Expires March 30, 1972

STATE OF NEW YORK,     )  
COUNTY OF NEW YORK,    ) ss.:

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me     WILLIAM D. FORD, and DONALD E. O'KEEFE, President and Secretary of LIBERTY INDUSTRIAL PARK CORPORATION, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]


  
Notary Public  
VERONICA MCCARTAN  
NOTARY PUBLIC State of New York  
NO. 31-794225  
Qualified in New York County  
Commission Expires March 30, 1972

STATE OF NEW YORK,     )  
COUNTY OF NEW YORK,    ) ss.:

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me WILLIAM D. FORD, and DONALD E. O'KEEFE, President and Secretary of MICKEY THOMPSON ENTERPRISES, INC., a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
Notary Public  
VERONICA McCARTAN  
NOTARY PUBLIC, State of New York  
No. 31-7794225  
Qualified in New York County  
Commission Expires March 30, 1972

STATE OF NEW YORK,     )  
                              ) ss.:  
COUNTY OF NEW YORK,    )

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me WILLIAM D. FORD, and DONALD E. O'KEEFE, President and Secretary of PRATT & WHITNEY INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
Notary Public

VERONICA MCCARTAN  
Notary Public, State of New York  
No. 41 2794225  
Commission Expires March 31, 1972

STATE OF NEW YORK,     )  
                              ) ss.:  
COUNTY OF NEW YORK,    )

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE , President and Secretary of QUINCY INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
\_\_\_\_\_  
Notary Public


VERONICA McCARTYAN  
NOTARY PUBLIC, State of New York  
No. 31-7794225  
Qualified in New York County  
Commission Expires March 30, 1972

STATE OF NEW YORK,     )  
                              ) ss.:  
COUNTY OF NEW YORK,    )

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, President and Secretary of MACHINERY TRADING INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
Notary Public  
VERONICA MCCARTAN  
Notary Public, State of New York  
No. 31-7794225  
Qualified in New York County  
Commission Expires March 30, 1972




STATE OF NEW YORK,     )  
                              ) ss.:  
COUNTY OF NEW YORK,    )

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, President and Secretary of FAIRBANKS MORSE INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
\_\_\_\_\_  
Notary Public  
VERONICA McCARTAN  
NOTARY PUBLIC, State of New York  
No. 31-7794225  
Qualified in New York County  
Commission Expires March 30, 1972

STATE OF NEW YORK,     )  
                              ) ss.:  
COUNTY OF NEW YORK.    )

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me     WILLIAM D. FORD, and DONALD E. O'KEEFE     , President and Secretary of POTTER & JOHNSTON COMPANY, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

  
Notary Public

VERONICA McCARTAN  
NOTARY PUBLIC, State of New York  
No. 31-7794225  
Qualified in New York County  
Commission Expires March 30, 1972

## Affidavit of Publication

STATE OF ARIZONA } ss.  
County of Maricopa }

(FAIRBANKS MORSE INC.)  
CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF FAIRMORCO CORPORATION  
Pursuant to Sections 241 and 242 of  
the General Corporation Law of the  
State of Delaware

We, the undersigned, William D. Ford, Vice-President and Donald E. O'Keefe, Assistant Secretary of Fairmorco Corporation, a Delaware corporation (hereinafter called the Corporation), hereby certify as follows:

1. The Certificate of Incorporation of the Corporation shall be amended by deleting Article First therefrom and by inserting in lieu thereof the following:

"First: The name of the corporation (hereinafter called the Corporation) is Fairbanks Morse Inc."

2. Said amendment has been adopted by and authorized by the sole stockholder of all the issued and outstanding shares of stock of the Corporation by a written consent given in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

3. The capital of the Corporation will not be reduced under or by reason of said amendment.

4. The foregoing amendment has been duly adopted in accordance with the provisions of Sections 241 and 242 of the General Corporation Law of the State of Delaware.

In Witness Whereof, this certificate has been made under the seal of the Corporation and has been signed by the undersigned, William D. Ford, Vice-President and Donald E. O'Keefe, the Assistant Secretary of the Corporation, this 24th day of May, 1964.  
(Fairmorco Corporation Corporate Seal 1964, Delaware)

WILLIAM D. FORD  
Vice-President  
DONALD E. O'KEEFE  
Assistant Secretary  
STATE OF NEW YORK  
COUNTY OF NEW YORK } ss.

Be it remembered that on this 24th day of May, 1964, personally came before the undersigned, a Notary Public in and for the County and State aforesaid, WILLIAM D. FORD, the Vice-President of Fairmorco Corporation, a Delaware corporation, the corporation described in and on behalf of which was made the foregoing Certificate, to me known and known to me to be such Vice-President and that said William D. Ford, as such Vice-President, duly signed said Certificate before me and acknowledged said Certificate to be his act and deed and the act and deed of said corporation, and he further acknowledged to me that the signatures affixed to said Certificate are the genuine signatures of William D. Ford, as Vice-President and Donald E. O'Keefe, as Assistant Secretary of said corporation, respectively, and the seal affixed to said Certificate is the corporate seal of said corporation and that said Certificate was signed, executed,

signed, acknowledged and delivered pursuant to due authority from the Board of Directors and from the stockholders of said corporation.

Given under my hand and seal of office the day and year above mentioned.

Patricia E. Mann, Notary Public  
State of New York

PATRICIA E. MANN  
Notary Public  
Patricia E. Mann, Notary Public,  
State of New York, is a member  
Qualified in Queens County, Com-  
mission Expires March 26, 1965

HERB NELSON being duly sworn  
deposes and says: I am the Editor of

## ARIZONA LEGISLATIVE REVIEW

a weekly newspaper of general circulation published at  
Phoenix, Maricopa County, Arizona, that the

CERTIFICATE OF AMENDMENT OF

CERTIFICATE OF INCORPORATION OF

FAIRMORCO CORPORATION

(FAIRBANKS MORSE INC.)

copy of which is attached hereto, was published in said news-  
paper once a week for 6 successive and/or consecutive  
weeks, with publication dates as follows:

June 24, July 1, 8, 15, 22, 29, 1964.

Herb Nelson  
Editor

Subscribed and sworn to before me this 29th  
day of July, 1964.

Notary Public

My Commission expires January 11, 1966

ARIZONA COMMISSION  
INCORPORATED

**JUL 29 1964**

At \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_

ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1964

NAME OF CORPORATION FAIRBANKS MORSE INC

ADDRESS 1290 Avenue of the Americas, New York, New York 10019

OFFICERS	NAME	STREET	CITY-STATE
President			
Vice-Pres.	See Schedule Attached.		
Secretary			
Treasurer			

BOARD OF DIRECTORS (If more than five attach separate sheet)

	See Schedule Attached.		

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$	Notes Payable	\$
Demand Deposits	\$	Accts. Payable (trade)	\$
Inventories (basis)	\$	Accrued Liabilities	\$
Accts. Rec. (trade) net	\$	Taxes and interest	\$
Notes Rec. (trade)	\$	Other Current Liabilities:	\$
Other current assets:	\$	Dividends declared	\$
	\$	Installments due (in 1 yr.)	\$
	\$	Due Officers and Directors	\$
	\$		\$
Fixed Assets	\$	Long Term Debts.	\$
Intangible Assets:		Reserves:	
Goodwill	\$		\$
	\$		\$
	\$		\$
Other Assets:		Other Liabilities:	
Marketable Securities	\$		\$
Due from Officers and directors	\$		\$
	\$		\$
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	\$	Shares Outstanding (Sched. 3)	\$
Organization expenses	\$	Surplus (Sched. 4)	\$
	\$		\$
	\$		\$
TOTAL	\$	TOTAL	\$

SCHEDULE 3. CAPITAL	
No. 1,000	Class Common
	Shares Outstanding \$ 1,000.00
	Shares Outstanding \$
	Shares Outstanding \$
	TOTAL \$ 1,000.00

SCHEDULE 4. SURPLUS	
	Paid in Surplus \$
	Revaluation of assets \$
	Other capital surplus \$ 30,681.961
	Earned surplus (or deficit) \$
	TOTAL \$ 30,681.961

STATE OF New York  
COUNTY OF New York

We, Dana W. Hayward Assistant Secretary, and Robert E. Whiteley Assistant Treas.  
of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 10 day of May 1965  
My commission expires  
NOTARY SEAL  
Signature  
Asst. Secretary  
Asst. Treasurer

NOTARY SEAL  
Signature  
CORPORATE SEAL

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO —  
ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporation Division

At request of \_\_\_\_\_ whose address is \_\_\_\_\_

Filed by \_\_\_\_\_

65077  
7-10126  
1667 nbs



**FAIRBANKS MORSE INC (Formerly Known As FAIRMORCO CORPORATION)**

**OFFICERS AND DIRECTORS**

Richard H. Griebel  
William D. Ford

David I. Margolis  
James T. Devaney  
Donald E. O'Keefe  
William S. Schwab  
Dana W. Hayward

Robert E. Whiteley

James T. Devaney  
William D. Ford  
Richard H. Griebel

President  
Vice President and  
Secretary  
Treasurer  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary and  
Assistant Treasurer  
Assistant Secretary and  
Assistant Treasurer

Director  
Director  
Director

1290 Avenue of the Ameri

1290 Avenue of the Ameri

1290 Avenue of the Ameri

1290 Avenue of the Ameri

One North LaSalle Street

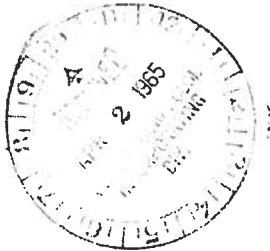
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FAIRBANKS MORSE INC (Formerly Known As FAIRMORCO CORPORATION)

OFFICERS AND DIRECTORS

President	1290 Avenue of the Americas, New York 19, New York
Vice President and Secretary	1290 Avenue of the Americas, New York 19, New York
Treasurer	1290 Avenue of the Americas, New York 19, New York
Assistant Secretary	1290 Avenue of the Americas, New York 19, New York
Assistant Secretary	1290 Avenue of the Americas, New York 19, New York
Assistant Secretary	1290 Avenue of the Americas, New York 19, New York
Assistant Secretary and Assistant Treasurer	One North LaSalle Street, Chicago 2, Illinois
Assistant Treasurer	1290 Avenue of the Americas, New York 19, New York
Assistant Secretary and Assistant Treasurer	1290 Avenue of the Americas, New York 19, New York
Director	1290 Avenue of the Americas, New York 19, New York
Director	1290 Avenue of the Americas, New York 19, New York
Director	1290 Avenue of the Americas, New York 19, New York

FAIRBANKS MORSE INC  
BALANCE SHEET AS AT DECEMBER 31, 1964

Assets

Cash	
Notes and accounts receivable (net)	\$ 839,505
Inventories	13,969,396
Investments	26,907,432
Buildings & other depreciable property (net)	7,680,463
Land	18,227,276
Other assets	510,985
	<u>589,125</u>
	<u>\$73,724,682</u>

Liabilities and Capital

Accounts payable	\$14,030,486
Notes payable & current maturities of long-term debt	3,902,334
Accrued expenses	5,422,387
Reserves for plant consolidation, rehabilitation, etc.	1,319,879
Deferred bonds payable	17,723,000
Capital Stock:	
Common	1,000
Capital surplus	30,681,961
Earned surplus	<u>643,635</u>
	<u>\$73,724,682</u>





**FAIRBANKS MORSE**

**FAIRBANKS WHITNEY**

FAIRBANKS MORSE & CO. • 1290 AVENUE OF THE AMERICAS NEW YORK 10 N. Y. • 212 PLAZA 7-BHCO

EXECUTIVE OFFICES

October 28, 1964



AIR MAIL

Arizona Corporation Commission  
Capitol Annex  
Phoenix, Arizona

Gentlemen:

In reply to your letter of October 12, 1964, please be advised that the fiscal period adopted by Fairbanks Morse Inc is the Calendar Year ended December 31st.

Very truly yours,

*Elliot Seidman*  
Elliot Seidman  
Tax Department

1-10/26

5-11-64

ES:PPM

**ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION**

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1965  
NAME OF CORPORATION FATBANKS MORSE INC  
ADDRESS 1290 Avenue of the Americas, New York, New York 10019

OFFICERS	NAME	STREET	CITY-STATE
President			
Vice-Pres	See List Attached.		
Secretary			
Treasurer			

**BOARD OF DIRECTORS (If more than five attach separate sheet)**

	See List Attached.		

**FINANCIAL STATEMENT**

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ _____
Demand Deposits	\$ _____	Accts. Payable (trade)	\$ _____
Inventories (_____ basis)	\$ _____	Accrued Liabilities	\$ _____
Accts. Rec. (trade) net	\$ _____	Taxes and interest	\$ _____
Notes Rec. (trade)	\$ _____	Other Current Liabilities:	\$ _____
Other current assets:	\$ _____	Dividends declared	\$ _____
	\$ _____	Installments due (in 1 yr.)	\$ _____
	\$ _____	Due Officers and Directors	\$ _____
<b>Fixed Assets</b>	\$ _____	<b>Long Term Debts.</b>	\$ _____
<b>Intangible Assets:</b>		<b>Reserves:</b>	
Goodwill	\$ _____		\$ _____
	\$ _____		\$ _____
	\$ _____		\$ _____
<b>Other Assets:</b>	See Schedule Attached.	<b>Other Liabilities:</b>	
Marketable Securities	\$ _____		\$ _____
Due from Officers and directors	\$ _____		\$ _____
	\$ _____		\$ _____
<b>Deferred Charges:</b>		<b>Capital and Surplus:</b>	
Prepaid expenses	\$ _____	Shares Outstanding (Sched. 3)	\$ _____
Organization expenses	\$ _____	Surplus / Sched. 4)	\$ _____
	\$ _____		\$ _____
<b>TOTAL</b>	\$ _____	<b>TOTAL</b>	\$ _____

**SCHEDULE 3. CAPITAL**

No.	Class	Shares Outstanding	Amount
1,000	Common		
		Shares Outstanding	\$ 1,000.00
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		<b>TOTAL</b>	\$ 1,000.00

**SCHEDULE 4. SURPLUS**

Paid in Surplus	\$ 3,311,656
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ 27,556,822
<b>TOTAL</b>	\$ 30,868,478

STATE OF New York

COUNTY OF New York

We, Dana W. Hayward, Assistant Secretary, Robert E. Whiteley, Asst. Treasurer and Robert E. Whiteley, Asst. Treasurer of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 1 day of April, 1966

My commission expires April 15, 1967

NOTARY SEAL [Signature]

[Signature] Asst. Secretary  
[Signature] Asst. Treasurer

CORPORATE SEAL

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO —  
ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA

FEE \$25.00

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Filed in the office of the Arizona Corporation Commission, Incorporation Division April 28, 1966

At request of Paul Anderson whose address is same

Filed by Harold McBrayer

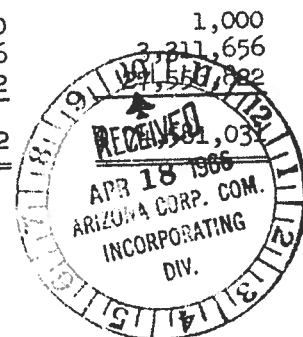
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FAIRBANKS MORSE INC  
COMPARATIVE BALANCE SHEET  
DECEMBER 31, 1965

	<u>December 31,</u> <u>1964</u>	<u>December 31,</u> <u>1965</u>
<b><u>ASSETS</u></b>		
Cash	\$ 839,505	\$ 894,639
Notes and accounts receivable (net)	18,969,896	18,017,307
Inventories	26,907,432	28,369,523
Investments	7,680,463	8,187,451
Buildings & other depreciable property (net)	18,227,276	17,986,384
Land	510,985	504,485
Other assets	589,125	621,242
	<u>\$ 73,724,682</u>	<u>\$ 74,581,031</u>
<b><u>LIABILITIES AND CAPITAL</u></b>		
Accounts payable	\$ 14,030,484	\$ 16,976,394
Notes payable & current maturities of long-term debt	3,902,334	3,742,668
Accrued expenses	5,422,387	5,846,562
Reserve for plant consolidation, rehabilitation, etc.	1,319,879	701,929
Debenture bonds payable	17,723,000	16,444,000
Capital Stock:		
Common	1,000	1,000
Capital surplus	3,311,656	3,211,656
Earned surplus	28,013,942	24,550,882
	<u>\$ 73,724,682</u>	<u>\$ 74,581,031</u>



FAIRBANKS MORSE INC

OFFICERS AND DIRECTORS

George A. Strichman  
William D. Ford

David I. Margolis  
James T. Devaney  
Donald E. O'Keefe  
William S. Schwab  
Dana W. Hayward

Robert E. Whiteley

President  
Vice President and  
Secretary  
Treasurer  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary and  
Assistant Treasurer  
Assistant Secretary and  
Assistant Treasurer

1290 Avenue of the Amer

1290 Avenue of the Amer  
1290 Avenue of the Amer  
1290 Avenue of the Amer  
1290 Avenue of the Amer  
One North LaSalle Street

1290 Avenue of the Amer

1290 Avenue of the Amer

James T. Devaney  
William D. Ford  
George A. Strichman

Director  
Director  
Director

1290 Avenue of the Amer  
1290 Avenue of the Amer  
1290 Avenue of the Amer

FAIRBANKS MORSE INC

OFFICERS AND DIRECTORS

chman	President	1290 Avenue of the Americas, New York, New York 10019
d	Vice President and Secretary	
	Treasurer	1290 Avenue of the Americas, New York, New York 10019
	Assistant Secretary	1290 Avenue of the Americas, New York, New York 10019
e	Assistant Secretary	1290 Avenue of the Americas, New York, New York 10019
wab	Assistant Secretary	One North LaSalle Street, Chicago 2, Illinois
d	Assistant Secretary and Assistant Treasurer	1290 Avenue of the Americas, New York, New York 10019
eley	Assistant Secretary and Assistant Treasurer	1290 Avenue of the Americas, New York, New York 10019
ey	Director	1290 Avenue of the Americas, New York, New York 10019
a	Director	1290 Avenue of the Americas, New York, New York 10019
chman	Director	1290 Avenue of the Americas, New York, New York 10019

**FILING FEE \$25.00**

**SEE SCHEDULE ATTACHED**

**LIABILITIES**

**SEE SCHEDULE <sup>Reason:</sup> ATTACHED**

### SCHEDULE 4. SURPLUS

Paid in Surplus		<u>5,302,212</u>
Revaluation of assets		—
Other capital surplus		—
Earned surplus (or deficit)		<u>27,956,204</u>
<b>TOTAL</b>		<b><u>\$ 31,365,933</u></b>

RECEIVED  
ARIZONA 7-2-1967  
INCORPORATION DIV.

**CORPORATE SEAL**

**FILE \$25.00**

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45-2 m.s.

FAIRBANKS MORSE INC

OFFICERS AND DIRECTORS

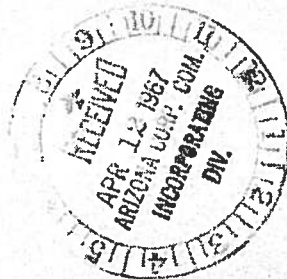
<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	
George A. Strichman	President & Director	16 Sutton Place, New York, N. Y.	129
William D. Ford	Vice President & Secretary & Director	30 Sutton Place, New York, N. Y.	New 1290
David I. Margolis	Vice President & Treasurer	350 E. 69th St., New York, N. Y.	New 1290
Kenneth A. Wulff	Controller	17 Windsor Rd., Summit, N. J.	New 1290
James T. Devaney	Assistant Secretary & Director	7 Ann Street, Verona, N. J.	New 1290
Donald E. O'Keefe	Assistant Secretary	468 North Fulton Ave. Mt. Vernon, N. Y.	New Y 1290
William S. Schwab	Assistant Secretary	365 Iris, Highland Park, Ill	New Y 1 Nor
Dana W. Hayward	Assistant Secretary & Assistant Treasurer	5 Cambridge Court, Larchmont, N. Y.	Chica 1290
Robert E. Whiteley	Assistant Secretary & Assistant Treasurer	5 Deerfield Lane So., Pleasantville, N. Y.	New Yc 1290 A New Yo



FAIRBANKS MORSE INC

OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	<u>BUSINESS ADDRESS</u>
President & Director	16 Sutton Place, New York, N. Y.	1290 Avenue of the Americas New York, New York 10019
President & Secretary & Director	30 Sutton Place, New York, N. Y.	1290 Avenue of the Americas New York, New York 10019
President & Treasurer	350 E. 69th St., New York, N. Y.	1290 Avenue of the Americas New York, New York 10019
Controller	17 Windsor Rd., Summit, N. J.	1290 Avenue of the Americas New York, New York 10019
Assistant Secretary	7 Ann Street, Verona, N. J.	1290 Avenue of the Americas New York, New York 10019
Assistant Secretary	468 North Fulton Ave. Mt. Vernon, N. Y.	1290 Avenue of the Americas New York, New York 10019
Assistant Secretary	365 Iris, Highland Park, Ill	1 North La Salle Street Chicago, Illinois
Assistant Secretary	5 Cambridge Court, Larchmont, N. Y.	1290 Avenue of the Americas New York, New York 10019
Assistant Treasurer	5 Deerfield Lane So., Pleasantville, N. Y.	1290 Avenue of the Americas New York, New York 10019





FAIRBANKS MORSE INC  
COMPARATIVE BALANCE SHEET  
DECEMBER 31, 1966

	<u>December 31,</u> <u>1965</u>	<u>December 31,</u> <u>1966</u>
<u>ASSETS</u>		
Cash	\$ 294,639	\$ 1,174,141
Notes and accounts receivable (net)	18,017,307	20,458,987
Inventories	28,369,523	31,367,019
Investments	8,187,451	8,803,651
Buildings & other depreciable property (net)	17,993,383	17,985,088
Land	497,486	369,632
Other assets	621,242	618,111
	<u>\$ 74,581,031</u>	<u>\$ 80,776,629</u>
<u>LIABILITIES AND CAPITAL</u>		
Accounts payable	\$ 16,976,394	\$ 22,677,164
Notes payable & current maturities of long-term debt	3,742,668	10,416,868
Accrued expenses	5,846,562	7,357,810
Reserve for plant consolidation, rehabilitation, etc.	701,929	887,854
Debenture bonds payable	16,444,000	8,070,000
Capital Stock:		
Common	1,000	1,000
Capital surplus	3,311,656	3,409,729
Earned surplus	27,556,822	27,956,204
	<u>\$ 74,581,031</u>	<u>\$ 80,776,629</u>

**FILING FEE \$25.00**

**BOARD OF DIRECTORS** (If more than five attach separate sheet)

SEE SCHEDULE ATTACHED

**LIABILITIES**

**Current Assets:**

Cash on Hand	\$ _____	\$ _____
Demand Deposits	\$ _____	\$ _____
Inventories (_____)	\$ _____	\$ _____
basis		
Accts. Rec. (trade) net		\$ _____
Notes Rec. (trade)		\$ _____
Other current assets:		

**Intangible Assets:**

Goodwill \_\_\_\_\_

Marketable Securities \_\_\_\_\_  
Due from Officers and \_\_\_\_\_  
directors \_\_\_\_\_

Prepaid expenses	\$ _____	
Organization expenses	\$ _____	
	\$ _____	\$ _____

**TOTAL \$**

Notes Payable	\$ _____
Accts. Payable (trade)	\$ _____
Accrued Liabilities	\$ _____
Taxes and interest	\$ _____

Dividends declared \$ \_\_\_\_\_  
 Instalments due (in 1 yr.) \$ \_\_\_\_\_  
 Due Officers and Directors \$ \_\_\_\_\_

**Reserves:**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

ATTACHED

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_


Shares Outstanding (Sched. 3) \_\_\_\_\_  
Surplus (Sched. 4) \_\_\_\_\_

TOTAL 8

No.	Class	
1000	Common	Shares Outstanding \$ 1,000.00
		Shares Outstanding \$
		Shares Outstanding \$
		TOTAL \$ 1,000.00

SCHEDULE 4. SURPLUS		
Paid in Surplus		\$3,409,729.00
Revaluation of assets		\$
Other capital surplus		\$
Earned surplus (or deficit)		\$29,649,664.00
<b>TOTAL</b>		<b>\$33,059,393.00</b>

STATE OF New York  
COUNTY OF New York

COUNTY OF \_\_\_\_\_, \_\_\_\_\_, President, and D. E. O'Keefe, Asst. Secretary  
We, R. E. Whiteley, Asst. Treasurer, \_\_\_\_\_  
Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowl-  
edge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.  
 Asst. Treasurer

Subscribed and sworn to before me this 2 day of April, 1968

My commission expires 12/31/2011

**NOTARY SEAL,**

SEAL, 1166 Signature W. K. 1260-50 New York County  
 IF POSSIBLE, PLEASE USE TYPEWRITER TO FILE REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO  
 ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA  
 DO NOT FILL IN THIS BOX

**FEE \$25.00**

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Filed in the office of the Arizona Corporation Commission, Incorporation Division

At request of Corp whose address is Abasco

Filed by Danna Passi

INC - 310 50W

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FAIRBANKS MORSE INC

OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	
George A. Strichman	President & Director	16 Sutton Place New York, New York	1290 New Y
William D. Ford	Vice President & Secretary & Director	30 Sutton Place New York, New York	1290 New Y
David I. Margolis	Vice President & Treasurer	350 E. 69th Street New York, New York	1290 New Y
Kenneth A. Wuiff	Controller	17 Windsor Road Summit, New Jersey	1290 New Y
James T. Devaney	Assistant Secretary & Director	7 Ann Street Verona, New Jersey	1290 New Y
Donald E. O'Keefe	Assistant Secretary	468 North Fulton Ave. Mt. Vernon, New York	1290 New Y
William S. Schwab	Assistant Secretary	365 Iris Highland Park, Ill.	1 Nor Chica
Dana W. Hayward	Assistant Secretary & Assistant Treasurer	5 Cambridge Court Larchmont, New York	1290 New Y
Robert E. Whiteley	Assistant Secretary & Assistant Treasurer	5 Deerfield Lane So. Pleasantville, N. Y.	1290 New Y

FAIRBANKS MORSE INC

OFFICERS AND DIRECTORS

TITLE

President & Director

Vice President &  
Secretary & Director

Vice President &  
Treasurer

Controller

Assistant Secretary  
& Director

Assistant Secretary

Assistant Secretary

Assistant Secretary  
& Assistant Treasurer

Assistant Secretary  
& Assistant Treasurer

RESIDENCE ADDRESS

16 Sutton Place  
New York, New York

30 Sutton Place  
New York, New York

350 E. 69th Street  
New York, New York

17 Windsor Road  
Summit, New Jersey

7 Ann Street  
Verona, New Jersey

468 North Fulton Ave.  
Mt. Vernon, New York

365 Iris  
Highland Park, Ill.

5 Cambridge Court  
Larchmont, New York

5 Deerfield Lane So.  
Pleasantville, N. Y.

BUSINESS ADDRESS

1290 Avenue of the Americas  
New York, New York 10019

1290 Avenue of the Americas  
New York, New York 10019

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New York, New York 10019

1290 Avenue of the Americas  
New York, New York 10019

1290 Avenue of the Americas  
New York, New York 10019

1290 Avenue of the Americas  
New York, New York 10019

1 North La Salle Street  
Chicago, Illinois

1290 Avenue of the Americas  
New York, New York 10019

1290 Avenue of the Americas  
New York, New York 10019

FAIRBANKS MORSE INC  
COMPARATIVE BALANCE SHEET  
DECEMBER 31, 1967

	<u>December 31, 1966</u>	<u>December 31, 1967</u>
<u>ASSETS</u>		
Cash	\$ 1,174,141	\$ 2,508,779
Notes and accounts receivable (net)	20,453,937	22,821,748
Inventories	31,367,019	33,755,923
Investments	8,803,651	9,281,946
Buildings and other depreciable property (net)	17,985,088	20,613,489
Land	369,632	369,632
Other assets	618,111	689,671
	<u>\$80,776,629</u>	<u>\$90,041,188</u>
 <u>LIABILITIES AND CAPITAL</u>		
Accounts payable	\$22,677,164	\$40,854,550
Notes payable and current maturities of long-term debt	10,416,868	2,356,868
Accrued expenses	8,245,664	9,085,377
Debenture bonds payable	8,070,000	4,684,000
Capital Stock:		
Common	1,000	1,000
Capital surplus	3,409,729	3,409,729
Earned surplus	27,956,204	29,649,664
	<u>\$80,776,629</u>	<u>\$90,041,188</u>

**ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION**

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31 19 68

NAME OF CORPORATION Fairbanks Morse Inc.  
ADDRESS 1290 Avenue of the Americas New York N.Y. 10019

OFFICERS	NAME	STREET	CITY-STATE
President			
Vice-Pres.	See Schedule Attached		
Secretary			
Treasurer			

**BOARD OF DIRECTORS (If more than five attach separate sheet)**

	See Schedule Attached		

**FINANCIAL STATEMENT**

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ _____
Demand Deposits	\$ _____	Accts. Payable (trade)	\$ _____
Inventories (_____ basis)	\$ _____	Accrued Liabilities	\$ _____
Accts. Rec. (trade) net	\$ _____	Taxes and interest	\$ _____
Notes Rec. (trade)	\$ _____	Other Current Liabilities	\$ _____
Other current assets:	\$ _____	Dividends declared	\$ _____
	\$ _____	Installments due (_____)	\$ _____
	\$ _____	Due Officers and Directors	\$ _____
	\$ _____	Long Term Debts	\$ _____
<b>Fixed Assets</b>		Reserves:	
<b>Intangible Assets:</b>			
Goodwill	\$ _____	See Schedule Attached	\$ _____
	\$ _____		\$ _____
	\$ _____		\$ _____
<b>Other Assets:</b>		<b>Other Liabilities:</b>	
Marketable Securities	\$ _____		\$ _____
Due from Officers and directors	\$ _____		\$ _____
	\$ _____		\$ _____
<b>Deferred Charges:</b>		<b>Capital and Surplus:</b>	
Prepaid expenses	\$ _____	Shares Outstanding (Sched. 3)	\$ _____
Organization expenses	\$ _____	Surplus (Sched. 4)	\$ _____
	\$ _____		\$ _____
<b>TOTAL</b>	<b>\$ _____</b>	<b>TOTAL</b>	<b>\$ _____</b>

**SCHEDULE 3. CAPITAL**

No.	Class	
1,000	Common	Shares Outstanding \$ 1,000.00
		Shares Outstanding \$ _____
		Shares Outstanding \$ _____
		<b>TOTAL \$ 1,000.00</b>

**SCHEDULE 4. RESERVES**

Paid in Surplus	\$ 3,409,729.
Revaluation of assets	\$ _____
Other capital surplus	\$ 27,540,198.
Earned surplus (or deficit)	\$ _____
<b>TOTAL</b>	<b>\$ 30,949,927</b>

STATE OF New York  
COUNTY OF New York

We, R. E. Whiteley, Asst. Treasurer and Dana W. Hayward, Asst. Secretary  
Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this April 11, 1969  
Not. 603084485  
My commission expires June 19, 1971  
Qual. for in Westchester County  
Certificate filed in New York County  
Commissioner of the Court

NOTARY SEAL FRANCES M. ROSS  
Signature

FRANCES M. ROSS President  
Dana W. Hayward Asst. Secretary

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ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA

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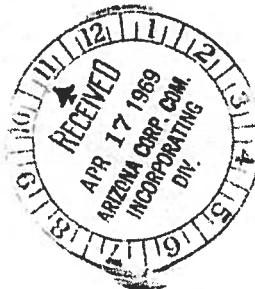
Filed in the office of the Arizona Corporation Commission, Incorporation Division 1-5-69 1969  
At request of Chas. Inductus whose address is 1550 Ave of Americas New York N.Y.  
Filed by Ray Rayer

FAIRBANKS MORSE INC  
COMPARATIVE BALANCE SHEET  
DECEMBER 31, 1968

	<u>December 31,</u> <u>1967</u>	<u>December 31,</u> <u>1968</u>
<u>ASSETS</u>		
Cash	\$ 2,508,779	\$ 1,585,987
Notes and accounts receivable (net)	22,821,748	23,487,749
Inventories	33,755,923	33,827,343
Investments	9,281,946	9,746,329
Buildings and other depreciable property (net)	20,613,489	24,115,710
Land	369,632	361,631
Other assets	689,671	430,779
	<u>\$90,041,188</u>	<u>\$93,555,528</u>

LIABILITIES AND CAPITAL

Accounts payable	\$40,854,550	\$47,827,194
Notes payable and current maturities of long-term debt	2,356,868	2,356,868
Accrued expenses	9,085,377	9,643,539
Debenture bonds payable	4,684,000	2,777,000
Capital Stock:		
Common	1,000	1,000
Capital Surplus	3,409,729	3,409,729
Earned surplus	29,649,664	27,540,198
	<u>\$90,041,188</u>	<u>\$93,555,528</u>



3/4/69

FAIRBANKS MORSE INC  
OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	<u>BUSINESS</u>
George A. Strichman	President & Director	16 Sutton Place New York, New York	1290 Avenue of New York, New
William D. Ford	Vice President & Secretary & Director	30 Sutton Place New York, New York	1290 Avenue of New York, New
David I. Margolis	Vice President & Treasurer	30 E. 72nd Street New York, New York	1290 Avenue of New York, New
Kenneth A. Wulff	Controller and Vice President	17 Windsor Road Summit, New Jersey	1290 Avenue of New York, New
James T. Devaney	Assistant Secretary & Director	4 Whitney Terrace Verona, New Jersey	1290 Avenue of New York, New
Donald E. O'Keefe	Assistant Secretary	468 North Fulton Ave. Mt. Vernon, New York	1290 Avenue of New York, New
William S. Schwab	Assistant Secretary	365 Iris Highland Park, Ill.	1 North La Sa Chicago, Ill
Dana W. Hayward ✓	Assistant Secretary & Assistant Treasurer	5 Cambridge Court Larchmont, New York	1290 Avenue of New York, New
Robert E. Whiteley ✓	Assistant Secretary & Assistant Treasurer	5 Deerfield Lane So. Pleasantville, N.Y.	1290 Avenue of New York, New

6/68





FAIRBANKS MORSE INC  
OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>	<u>BUSINESS ADDRESS</u>
President & Director	16 Sutton Place New York, New York	1290 Avenue of the Americas New York, New York 10019
Vice President & Secretary & Director	30 Sutton Place New York, New York	1290 Avenue of the Americas New York, New York 10019
Vice President & Treasurer	30 E. 72nd Street New York, New York	1290 Avenue of the Americas New York, New York 10019
Controller and Vice President	17 Windsor Road Summit, New Jersey	1290 Avenue of the Americas New York, New York 10019
Assistant Secretary & Director	4 Whitney Terrace Verona, New Jersey	1290 Avenue of the Americas New York, New York 10019
Assistant Secretary	468 North Fulton Ave. Mt. Vernon, New York	1290 Avenue of the Americas New York, New York 10019
Assistant Secretary	365 Iris Highland Park, Ill.	1 North La Salle Street Chicago, Illinois
Assistant Secretary & Assistant Treasurer	5 Cambridge Court Larchmont, New York	1290 Avenue of the Americas New York, New York 10019
Assistant Secretary & Assistant Treasurer	5 Deerfield Lane So. Pleasantville, N.Y.	1290 Avenue of the Americas New York, New York 10019



ADDRESS		CITY-STATE	
OFFICERS	NAME	STREET	
President			
Vice-Pres.	Schedule	Attached	
Secretary			
Treasurer			

(Use separate sheet)

BOARD OF DIRECTORS (If more than one stock is presented, specify)	
Schedule	Attached

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ _____
Demand Deposits	\$ _____	Accts. Payable (trade)	\$ _____
Inventories (_____)	\$ _____	Accrued Liabilities	\$ _____
_____ basis	\$ _____	Taxes and interest	\$ _____
Accts. Rec. (trade) net	\$ _____	<b>Other Current Liabilities:</b>	\$ _____
Notes Rec. (trade)	\$ _____	Dividends declared	\$ _____
Other current assets:	\$ _____	Installments due (in 1 yr.)	\$ _____
_____	\$ _____	Due Officers and Directors	\$ _____
_____	\$ _____	_____	\$ _____
_____	\$ _____	<b>Long Term Debts.</b>	\$ _____
<b>Fixed Assets</b>	\$ _____	<b>Reserves:</b>	\$ _____
<b>Intangible Assets:</b>	\$ _____	_____	\$ _____
Goodwill	\$ _____	_____	\$ _____
_____	\$ _____	_____	\$ _____
_____	\$ _____	<b>Other Liabilities:</b>	\$ _____
<b>Other Assets:</b>	\$ _____	_____	\$ _____
Marketable Securities	\$ _____	_____	\$ _____
Due from Officers and directors	\$ _____	_____	\$ _____
_____	\$ _____	<b>Capital and Surplus:</b>	\$ _____
<b>Deferred Charges:</b>	\$ _____	Shares Outstanding (Sched. 3)	\$ _____
Prepaid expenses	\$ _____	Surplus (Sched. 4)	\$ _____
Organization expenses	\$ _____	_____	\$ _____
_____	\$ _____	<b>TOTAL</b>	\$ _____
<b>TOTAL</b>	\$ _____		

<u>No.</u>	<u>Class</u>	
<u>1,000</u>	<u>Common</u>	<u>Shares Outstanding \$ 1,000.00</u>
		<u>Shares Outstanding \$ _____</u>
		<u>Shares Outstanding \$ _____</u>
		<u>TOTAL \$ 1,000.00</u>

Paid in Surplus	23,403,127
Revelation of assets	
Other capital surplus	10,298,190
Earned surplus	13,111,539
<b>TOTAL</b>	

STATE OF New York  
COUNTY OF New York

COUNTY OF New York  
 We, Julius Levinson, Assistant Treasurer, ROSENBERG and E. W. Hayward, Assistant  
 Secretary of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our know-  
 edge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.  
 Subscribed and sworn to before me this April day of 1970 Delaney Asst. Treasurer  
Asst. Secretary

**My commission expires** \_\_\_\_\_

NOTARY SEAL Frances M. Bond Notary Public, State of New York  
Signature No. 60-3364483

**IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL IN THIS REPORT AND MAIL IT TO THE ARIZONA CORPORATION COMMISSION, P.O. BOX 6000, PHOENIX, ARIZONA**

**FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX**

Filed in the office of the Arizona Corporation Commission, Incorporation Division, \_\_\_\_\_  
At request of Calt Industries, Inc. whose address is 1390 Ave. C, American New York, N.Y.  
Filed by J. Price

FAIRBANKS MORSE INC  
COMPARATIVE BALANCE SHEET  
DECEMBER 31, 1969

	<u>December 31,</u> <u>1968</u>	<u>December 31,</u> <u>1969</u>
<b>ASSETS</b>		
Cash	\$ 1,585,987	\$ 983,148
Notes and accounts receivable (n35)	23,487,749	24,523,162
Inventories	33,827,343	37,161,000
Investments	9,746,329	10,004,845
Buildings and other depreciable property (net)	24,115,710	25,014,229
Land	361,631	359,159
Other assets	430,779	1,399,431
	<u>\$93,555,528</u>	<u>\$99,444,974</u>
	=====	=====
TOTAL ASSETS		
 <b>LIABILITIES AND CAPITAL</b>		
Accounts payable	\$47,827,194	\$42,146,441
Notes payable and current maturities of long-term debt	2,356,868	2,356,868
Accrued expenses	9,643,539	15,454,126
Debenture bonds payable	2,777,000	2,375,000
Non-current liabilities	-	24,000,000
Capital stock:		
Common	1,000	1,000
Capital surplus	3,409,729	23,409,729
Earned surplus	27,540,198	(10,298,190)
	<u>\$93,555,528</u>	<u>\$99,444,974</u>
	=====	=====
TOTAL LIABILITIES AND CAPITAL		



4/10/70reh

Place and Date  
Incorporated  
Delaware  
April 28, 1964

FAIRBANKS MORSE INC  
430 Park Avenue  
New York, N. Y. 10022  
(212) 980-3500

Date of Annual Meeting  
Third Wednesday in April

Title and Name

Residence Address (and Business  
Address if different from above)

City, State and Zip Code

Chairman of the Board  
George A. Strichman

1404 Flagler Drive

Mamaroneck, N. Y. 10543

Director  
James T. Devaney

1683 Swanson Lane  
P.O. Box 988 - Campbells Run Road  
and Parkway West  
Martindale North  
30 Sutton Place

Pittsburgh, Pa. 15241

Anthony diBuono  
William D. Ford

Pittsburgh, Pa. 15230  
Greenwich, Ct. 06830  
New York, N. Y.

President  
David I. Margolis

30 East 72nd Street

New York, N. Y.

Vice President  
Blair Bolles

4831 Linnean Avenue  
1700 Pennsylvania Avenue, N. W.  
126 Boxfield Drive, Upper St. Clair  
P.O. Box 988 - Campbells Run Road  
and Parkway West

Washington, D. C.  
Washington, D. C. 20006  
Pittsburgh, Pa.

Milton C. Zilis

Pittsburgh, Pa. 15230

Vice President, Controller  
and Treasurer  
Kenneth A. Wulff

17 Windsor Road

Summit, N. J.

Vice President and  
Secretary  
William D. Ford

30 Sutton Place

New York, N. Y.

Assistant Secretary  
James T. Devaney

1683 Swanson Lane  
P.O. Box 988 - Campbells Run Road  
and Parkway West  
Martindale North  
468 North Fulton Avenue  
365 Iris Street  
1 North La Salle Street

Pittsburgh, Pa. 15241

Anthony diBuono  
Donald E. O'Keefe  
William S. Schwab

Pittsburgh, Pa. 15230  
Greenwich, Ct. 06830  
Mount Vernon, N. Y.  
Highland Park, Il.  
Chicago, Il.

Assistant Secretary and  
Assistant Treasurer  
Dana W. Hayward  
Robert E. Whiteley

5 Cambridge Court  
5 Deerfield Land South

Larchmont, N. Y.  
Pleasantville, N. Y.

Assistant Treasurer  
Julius Levinson

81 Prospect Avenue

Cedarhurst, N. Y.

STOCK

Authorized: 10,000 Shares common stock, \$1.00 par value

Issued: 1,000 Shares common stock, \$1.00 par value

4/9/70reh



**FILING FEE \$25.00**

NAME OF CORPORATION Fairbanks Morse Inc  
ADDRESS 430 Park Avenue, New York, New York 10022

Treasurer	BOARD OF DIRECTORS (If more than five attach separate sheet)	
	SCHEDULE ATTACHED	
	FINANCIAL STATEMENT	

## ASSETS

SCHEDULE 1. CAPITAL			
No.	Class		
1,000	common	Shares Outstanding	\$ 1,000.00
		Shares Outstanding	\$
		Shares Outstanding	\$
		TOTAL	\$ 1,000.00

Current Liabilities:		
Notes Payable		\$ _____
Accts. Payable (trade)		\$ _____
Accrued Liabilities		\$ _____
Taxes and interest	\$ _____	\$ _____
Other Current Liabilities:		\$ _____
Dividends declared	\$ _____	\$ _____
Instalments due (in 1 yr.)	\$ _____	\$ _____
Due Officers and Directors	\$ _____	\$ _____
	\$ _____	\$ _____
Long Term Debts.		\$ _____
Reserves:		
	\$ _____	\$ _____
	\$ _____	\$ _____
	\$ _____	\$ _____
Other Liabilities:		
	\$ _____	\$ _____
	\$ _____	\$ _____
	\$ _____	\$ _____
Capital and Surplus:		
Shares Outstanding (Sched. 3)		\$ _____
Surplus (Sched. 4)		\$ _____
	\$ _____	\$ _____
		\$ _____
	<b>TOTAL</b>	\$ _____
<b>SCHEDULE 4. SURPLUS</b>		
Paid in Surplus		\$ 23,140.40
Revaluation of assets		\$ _____
Other capital surplus		\$ 10,208.11
Earned surplus (or deficit)		\$ 13,232.30
	<b>TOTAL</b>	\$ _____

COUNTY OF NEW YORK Asst. Treas. ~~xxxxxx~~ President, and D. W. Hayward Asst.

Subscribed and sworn to before me this 14th day of April, 1971 NR [Signature] ASST. Secy

**SIGNATURE**

**SEAL** \_\_\_\_\_ **Signature** \_\_\_\_\_  
**IF POSSIBLE, PLEASE USE TYPEWRITER ARIZONA** **CHECKS PAYABLE AND SEND REPORT TO - FEE \$25.00**  
**ARIZONA CORPORATION** **COMMISSION, CAPITAL ANNEX, PHOENIX, ARIZONA**

FAIRBANKS MORSE INC

COMPARATIVE BALANCE SHEETS

	<u>January 1, 1970</u>	<u>December 31, 1970</u>
<b>ASSETS</b>		
Cash	\$ 993,148	\$ 778,814
Notes and accounts receivable (net)	24,549,476	20,901,326
Inventories	37,235,830	34,187,383
Investments	10,090,948	10,802,985
Buildings and other depreciable property (net)	25,014,229	23,381,071
Land	359,159	359,159
Other assets	<u>1,280,750</u>	<u>1,236,055</u>
	\$99,513,540	\$91,646,793
	=====	=====
TOTAL ASSETS		
<b>LIABILITIES AND CAPITAL</b>		
Accounts payable	\$42,226,513	\$46,609,186
Notes payable and current maturities of long-term debt	2,356,868	2,356,858
Accrued expenses	15,454,945	19,453,220
Debenture bonds payable	2,375,000	2,375,000
Non-current liabilities	24,000,000	7,619,175
Capital stock:		
Common	1,000	1,000
Capital surplus	23,409,729	23,440,494
Earned surplus (deficit)	<u>(10,310,515)</u>	<u>(10,208,140)</u>
	\$99,513,540	\$91,646,793
	=====	=====
TOTAL LIABILITIES AND CAPITAL		



3/19/71reh

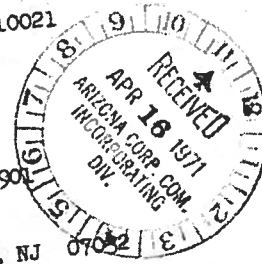
FEI #: 13-2502257

Fairbanks Morse Inc  
(f/k/a FCO Corporation:  
(f/k/a Fairbanks Morse & Co., Inc.)

c/o Colt Industries Inc  
430 Park Avenue  
New York (New York), New York 10022  
(212) 980-3500

Telex #: 12-5897

<u>Title and Name</u>	<u>Ref.#</u>	<u>Residence Address (and business address if different from above)</u>
<u>Directors</u>		
Anthony diBuono	(1)	Martindale North, Greenwich, CT 06830
William D. Ford	(2)	30 Sutton Place, New York, NY 10022
George A. Strichman	(3)	1404 Flagler Drive, Mamaroneck, NY 10543
<u>Chairman of the Board</u>		
George A. Strichman	(4)	Same as (3)
<u>President</u>		
David I. Margolis	(5)	30 East 72nd St., New York, NY 10021
<u>Vice President and Secretary</u>		
William D. Ford	(6)	Same as (2)
<u>Vice President and Treasurer</u>		
Kenneth A. Wulff	(7)	17 Windsor Road, Summit, NJ 07901
<u>Vice President and Controller</u>		
Salvatore J. Cozzolino	(8)	501 Grove St., Upper Montclair, NJ 07052
<u>Assistant Secretaries and Assistant Treasurers</u>		
Dana W. Hayward	(9)	5 Cambridge Court, Larchmont, NY 10538
Robert E. Whiteley	(10)	5 Deerfield Lane, South, Pleasantville, NY 10570
<u>Assistant Secretaries</u>		
Anthony diBuono	(11)	Same as (1)
William S. Schwab	(12)	365 Iris Lane, Highland Park, IL 60635
		Sokol, Schwab & Agran
		33 North Dearborn St., Chicago, IL 60602
Donald E. O'Keefe	(13)	468 North Fulton Ave., Mount Vernon, NY 10552
<u>Assistant Treasurer</u>		
Julius Levinson	(14)	81 Prospect Ave., Cedarhurst, NY 11516
<u>Chief Executive Officer</u>		
George A. Strichman		Same as (3)



4/15/70r.3/30/Tleh.



Fairbanks Morse Inc (continued)

Place and Date Incorporated  
Qualified to do Business In  
(Places and Dates)

Alabama, May 12, 1964  
Alaska, May 11, 1964  
Arizona, May 11, 1964  
Arkansas, May 11, 1964  
California, May 8, 1964  
Colorado, May 8, 1964  
Connecticut(B), May 8, 1964  
Delaware, April 28, 1964  
District of  
Columbia, June 22, 1964  
Florida, May 12, 1964  
Georgia, May 8, 1964  
Hawaii, July 1, 1964  
Idaho, May 11, 1964  
Illinois, May 11, 1964  
Indiana, May 11, 1964  
Iowa, May 11, 1964  
Kansas, May 13, 1964

Statutory Agents

Date of Annual Meeting

Date of Last Annual Meeting

Stock Authorized

Stock Outstanding

Percentage of Ownership

Location of Corporation's  
Books

Business Activity

Delaware, April 28, 1964.

Kentucky, May 11, 1964  
Louisiana, May 11, 1964  
Maine, May 8, 1964  
Maryland, May 8, 1964  
Massachusetts, May 8, 1964  
Michigan, May 14, 1964  
Minnesota, May 11, 1964  
Mississippi, May 9, 1964  
Missouri, May 12, 1964  
Montana, May 19, 1964  
Nebraska, May 11, 1964  
Nevada, May 11, 1964  
New Hampshire, May 8, 1964  
New Jersey, May 8, 1964  
New Mexico, May 11, 1964  
New York(B), May 8, 1964  
North Carolina, May 12, 1964  
North Dakota, May 11, 1964

Ohio(A), May 8, 1964  
Oklahoma, May 12, 1964  
Oregon, May 11, 1964  
Pennsylvania(A), May 11, 1964  
Puerto Rico, June 10, 1964  
Rhode Island, May 8, 1964  
South Carolina, May 8, 1964  
South Dakota, May 11, 1964  
Tennessee, May 11, 1964  
Texas, May 11, 1964  
Utah, May 8, 1964  
Vermont, May 11, 1964  
Virginia, May 13, 1964  
Washington, May 12, 1964  
West Virginia, May 11, 1964  
Wisconsin, May 12, 1964  
Wyoming, May 11, 1964

C-T Corporation System

Third Wednesday in April

April 15, 1970

10,000 Shares common stock, par value \$1.00 per share  
1,000 Shares common stock, par value \$1.00 per share  
100% by Colt Industries Inc

430 Park Avenue, New York, NY 10022

Manufacturing and selling industrial equipment.